

ATTACHMENT 4

**Commitment and Financial Statement
of Hughes Communications, Inc.**

HUGHES
COMMUNICATIONS

A unit of
GM Hughes Electronics

KEVIN N. McGRATH, President and Chief Executive Officer

March 3, 1994

Mr. Brian B. Pemberton
President
American Mobile Satellite Corporation
10802 Parkridge Boulevard
Reston, VA 22091

Dear Brian,

This will confirm that Hughes Communications, Inc. is familiar with, and fully supports your proposal to the Federal Communications Commission to construct, launch, and operate a mobile satellite system operating in the 2 GHz band. Our ability to participate in any financing of the project is attested to by the attached financial statements of our parent company, GM Hughes Electronics.

Very truly yours,



Kevin N. McGrath

KNM:jz

Attachment

P.O. Box 92424 Worldway Postal Center
Los Angeles, California 90009
(310) 607-4125
Facsimile: (310) 640-1265

**STATEMENT OF CONSOLIDATED OPERATIONS
AND AVAILABLE SEPARATE CONSOLIDATED NET INCOME (LOSS)**
(Dollars in Millions Except Per Share Amounts)

	Fourth Quarter		Years ended December 31.	
	1993	1992	1993	1992
Revenues				
Net sales				
Outside customers	\$2,470.9	\$2,397.4	\$9,062.8	\$8,267.6
General Motors and affiliates	1,280.6	1,054.9	4,387.4	3,901.4
Other income (loss)-net	(50.5) (1)	12.0	67.3 (1)	128.1 (2)
Total Revenues	3,701.0	3,464.3	13,517.5	12,297.1
Costs and Expenses				
Cost of sales and other operating charges, exclusive of items listed below	2,859.3	2,631.3	10,557.5	9,602.9
Selling, general, and administrative expenses	257.8	307.5	929.1	1,036.2
Depreciation and amortization	147.1	121.9	503.5	487.1
Amortization of GM purchase accounting adjustments related to Hughes	31.0	31.0	123.8	123.8
Interest expense-net	(2.1)	21.1	33.2	60.6
Special provision for restructuring	-	-	-	1,237.0 (3)
Total Costs and Expenses	3,293.1	3,112.8	12,147.1	12,547.6
Income (Loss) before Income Taxes	407.9	351.5	1,370.4	(250.5)
Income taxes (credit)	162.6	147.7	572.6	(77.2)
Income (Loss) before cumulative effect of accounting changes	245.3	203.8	797.8	(173.3)
Cumulative effect of accounting changes	-	-	-	(872.1) (4)
Net Income (Loss)	245.3	203.8	797.8	(1,045.4)
Adjustments to exclude the effect of GM purchase accounting adjustments related to Hughes	31.0	31.0	123.8	123.8
Earnings (Loss) Used for Computation of Available Separate Consolidated Net Income (Loss)	\$276.3	\$234.8	\$921.6	(\$921.6)
Available Separate Consolidated Net Income (Loss)	\$61.2	\$54.5	\$204.5	(\$142.3)
Earnings (Loss) Attributable to General Motors Class H Common Stock on a Per Share Basis				
Before cumulative effect of accounting changes	\$0.69	\$0.59	\$2.30	(\$0.11)
Cumulative effect of accounting changes	-	-	-	(2.18)
Net earnings (loss) attributable to General Motors Class H Common Stock	\$0.69	\$0.59	\$2.30	(\$2.29)

Certain amounts for 1992 have been reclassified to conform with 1993 classifications.

- (1) Includes a \$55.0 million pre-tax charge from the sale of Hughes Rediffusion Simulation Ltd. and, for the year ended December 31, 1993, also includes an \$89.7 million pre-tax gain on the sale of a 30% interest in Japan Communications Satellite Company (JCSAT).
- (2) Includes \$35.0 million pre-tax income from a patent infringement settlement and also includes a \$28.0 million pre-tax gain on the sale of assets to Hughes-JVC Technology Corporation.
- (3) The one-time after-tax restructuring charge of \$749.4 million, or \$1.87 per share of GM Class H common stock, is primarily attributable to redundant facilities and related employment costs at Hughes.
- (4) Effective January 1, 1992, GMHE adopted SFAS No. 106, Employers' Accounting for Postretirement Benefits Other Than Pensions (\$832.1 million), and Hughes changed its revenue recognition policy for certain commercial businesses from the percentage-of-completion (cost-to-cost) method to the units-of-delivery method (\$40.0 million).

CONSOLIDATED BALANCE SHEET

(Dollars in Millions)

ASSETS	December 31,	
	1993	1992
Current Assets		
Cash and cash equivalents	\$1,008.7	\$702.7
Accounts and notes receivable		
Trade receivables	736.7	795.3
General Motors and affiliates	404.1	207.6
Contracts in process	2,376.8	2,456.4
Inventories	1,060.4	1,199.6
Prepaid expenses, including deferred income taxes	127.6	185.2
Total Current Assets	5,714.3	5,546.8
Telecommunications and Other Equipment-Net	767.6	582.7
Property - Net	2,634.4	2,866.9
Intangible Assets	3,374.4	3,620.8
Investments and Other Assets, Including Deferred Income Taxes	1,626.4	1,592.0
Total Assets	\$14,117.1	\$14,209.2
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current Liabilities		
Accounts payable		
Outside	\$717.1	\$718.0
General Motors and affiliates	117.5	89.6
Advances on contracts	660.6	585.7
Notes and loans payable	77.8	267.2
Income taxes, including deferred amounts	102.1	79.7
Accrued liabilities	1,874.0	2,114.2
Total Current Liabilities	3,549.1	3,854.4
Long-Term Debt and Capitalized Leases	416.8	711.0
Postretirement Benefits Other Than Pensions	1,446.3	1,352.3
Other Liabilities, Deferred Income Taxes, and Deferred Credits	1,376.8	1,476.5
Total Stockholder's Equity	7,328.1	6,815.0
Total Liabilities and Stockholder's Equity	\$14,117.1	\$14,209.2

Certain amounts for 1992 have been reclassified to conform with 1993 classifications.

Holders of GM Class H common stock have no direct rights in the equity or assets of GMHE, but rather have rights in the equity and assets of General Motors (which includes 100% of the stock of GMHE).

STATEMENT OF CONSOLIDATED CASH FLOWS
(Dollars in Millions)

	Years Ended December 31,	
	1993	1992
Cash Flows from Operating Activities		
Income (Loss) before cumulative effect of accounting changes	\$797.8	(\$173.3)
Adjustments to reconcile income (loss) before cumulative effect of accounting changes to net cash provided by operating activities		
Depreciation and amortization	503.5	487.1
Amortization of GM purchase accounting adjustments related to Hughes	123.8	123.8
Special provision for restructuring	—	1,237.0
Pension credit, net of cash contributions	(25.6)	(137.7)
Net (gain) loss on sale of property	36.1	(18.0)
Net gain on sale of investments and businesses	(50.3)	—
Provision for ongoing postretirement benefits other than pensions, net of cash payments	91.0	78.7
Change in deferred income taxes and other*	207.1	(350.2)
Change in other operating assets and liabilities		
Accounts receivable	(153.7)	161.9
Contracts in process*	70.9	46.6
Inventories*	104.6	26.8
Prepaid expenses	3.4	(10.0)
Accounts payable	81.5	63.2
Income taxes*	30.1	(54.5)
Accrued and other liabilities*	(143.5)	(49.2)
Other*	(183.2)	(232.8)
Net Cash Provided by Operating Activities	1,493.5	1,199.4
Cash Flows from Investing Activities		
Investment in companies, net of cash required	(149.3)	(69.9)
Expenditures for property and special tools	(448.9)	(456.9)
Change in telecommunications and other equipment-net	(230.3)	(71.6)
Proceeds from disposals of property	115.0	108.4
Proceeds from sale of investments and businesses	281.6	—
Proceeds from sale and leaseback of satellite transponders	—	314.8
Decrease (increase) in notes receivable	7.6	(45.2)
Net Cash Used in Investing Activities	(424.3)	(220.4)
Cash Flows from Financing Activities		
Net decrease in notes and loans payable	(189.4)	(525.8)
Increase in long-term debt	84.0	236.0
Decrease in long-term debt	(369.8)	(46.8)
Cash dividends paid to General Motors	(288.0)	(288.0)
Net Cash Used in Financing Activities	(763.2)	(624.6)
Net increase in cash and cash equivalents	306.0	354.4
Cash and cash equivalents at beginning of the year	702.7	348.3
Cash and cash equivalents at end of the year	\$1,008.7	\$702.7

Certain amounts for 1992 have been reclassified to conform with 1993 classifications.

*Excluding effect of accounting changes.

PRO FORMA SELECTED SEGMENT DATA*

(Dollars in Millions)	Fourth Quarter		As of and for the Years Ended December 31,	
	1993	1992	1993	1992
AUTOMOTIVE ELECTRONICS				
Revenues				
Amount	\$ 1,281.7	\$ 1,084.5	\$ 4,491.6	\$ 3,985.8
As a percentage of GMHE Revenues	34.6%	31.3%	33.2%	32.4%
Operating Profit (1)	\$ 221.4	\$ 153.6	\$ 626.1	\$ 462.4
Operating Profit Margin (2)	17.3%	14.2%	13.9%	11.6%
Depreciation and Amortization	\$ 46.1	\$ 33.8	\$ 153.2	\$ 124.1
Capital Expenditures	\$ 56.2	\$ 66.0	\$ 149.2	\$ 266.1
TELECOMMUNICATIONS AND SPACE				
Revenues				
Amount	\$ 567.6	\$ 504.2	\$ 2,178.0 (3)	\$ 1,927.9
As a percentage of GMHE Revenues	15.3%	14.6%	16.1%	15.7%
Restructuring Charge	\$ —	\$ —	\$ —	\$ 195.3
Operating Profit (1)	\$ 56.9	\$ 95.3	\$ 206.7	\$ 44.2
Operating Profit Margin (2)	10.0%	18.9%	9.5%	2.3%
Depreciation and Amortization (5)	\$ 32.4	\$ 31.7	\$ 108.0	\$ 118.0
Capital Expenditures (6)	\$ 52.3	\$ 29.5	\$ 133.8	\$ 72.8
DEFENSE ELECTRONICS				
Revenues				
Amount	\$ 1,657.5	\$ 1,677.3	\$ 6,112.1	\$ 5,547.0
As a percentage of GMHE Revenues	44.8%	48.4%	45.2%	45.1%
Restructuring Charge	\$ —	\$ —	\$ —	\$ 911.8
Operating Profit (Loss) (1)	\$ 222.7	\$ 138.4	\$ 640.7	\$ (493.9)
Operating Profit (Loss) Margin (2)	13.4%	8.3%	10.5%	(8.9%)
Depreciation and Amortization (5)	\$ 54.2	\$ 52.4	\$ 195.4	\$ 204.6
Capital Expenditures	\$ 74.8	\$ 29.6	\$ 132.9	\$ 99.4
COMMERCIAL TECHNOLOGIES				
Revenues				
Amount	\$ 194.2 (4)	\$ 198.3	\$ 735.8 (4)	\$ 836.4
As a percentage of GMHE Revenues	5.3%	5.7%	5.5%	6.8%
Restructuring Charge	\$ —	\$ —	\$ —	\$ 129.9
Operating Profit (Loss) (1)	\$ (3.7)	\$ 9.7	\$ 9.9	\$ (184.8)
Operating Profit (Loss) Margin (2)	(1.9%)	4.9%	1.3%	(22.1%)
Depreciation and Amortization (5)	\$ 14.4	\$ 4.0	\$ 46.9	\$ 40.4
Capital Expenditures	\$ 22.6	\$ 1.2	\$ 33.0	\$ 18.6
CORPORATE				
Operating (Loss) (1)	\$ (10.0)	\$ (5.4)	\$ (23.3)	\$ (22.1)

Certain amounts for 1992 have been reclassified to conform with 1993 classifications.

- * The GMHE Consolidated Financial Statements reflect the application of purchase accounting adjustments related to the acquisition of Hughes by GM. However, as provided in the General Motors Certificate of Incorporation, the earnings attributable to Class H common stock for purposes of determining the amount available for the payment of dividends on Class H common stock specifically excludes such adjustments. In order to provide additional analytical data, the above GMHE unaudited supplemental pro forma financial data, which excludes the purchase accounting adjustments related to the acquisition of Hughes by GM, is presented.

- (1) Net Sales less Total Costs and Expenses other than Interest Expense.
- (2) Operating Profit (Loss) as a percentage of Revenues.
- (3) Includes \$89.7 million pre-tax gain on sale of interest in Japan Communications Satellite Company (JCSAT).
- (4) Includes \$55.0 million pre-tax charge from the sale of Hughes Radiffusion Simulation Limited.
- (5) Excludes amortization arising from purchase accounting adjustments related to GM's acquisition of Hughes amounting to \$2.7, \$2.7, \$10.8, and \$10.8 million, respectively, for the Telecommunications and Space segment; \$25.7, \$25.7, \$102.7, and \$102.7 million, respectively, for the Defense Electronics segment; and \$2.6, \$2.6, \$10.3, and \$10.3 million, respectively, for the Commercial Technologies segment.
- (6) Excludes expenditures related to telecommunications and other equipment amounting to \$55.0, \$43.1, \$131.1 and \$101.6 million, respectively.

ATTACHMENT 5

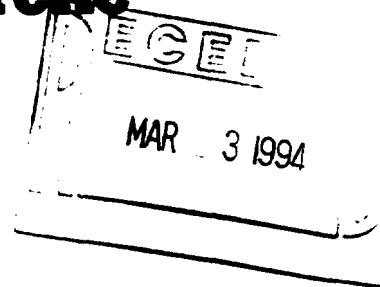
**Statement of Donaldson, Lufkin &
Jenrette Securities Corporation**

Donaldson, Lufkin & Jenrette

Donaldson, Lufkin & Jenrette Securities Corporation
2121 Avenue of the Stars, Los Angeles, CA 90067-5014 • (310) 282-6161

David L. Dennis
Managing Director
Investment Banking
(310) 282-6188

March 22, 1994



Mr. Brian B. Pemberton
President
American Mobile Satellite Corporation
10802 Parkridge Boulevard
Reston, Virginia 90245

Dear Brian:

It is our understanding that Personal Communications Satellite Corporation ("PCSAT"), a wholly-owned subsidiary of American Mobile Satellite Corporation ("AMSC"), will be filing an application with the Federal Communications Commission for authority to construct, launch and operate a Mobile Satellite Service ("MSS") satellite system into 2GHz bands to provide service to the United States. We have reviewed preliminary information you have prepared regarding the economics of this MSS project.

Donaldson, Lufkin & Jenrette is a leading international investment bank that provides a full range of financial advisory and capital markets services. We have extensive experience in raising capital for projects similar to PCSAT and, as you know, were the lead underwriter in the highly successful initial public offering of AMSC. We are very familiar with the issues connected with the financing of satellite companies and recently lead managed a \$440 million debt offering for PanAmSat Corporation.

While the precise terms of any specific financing would be subject to developments at the FCC and market conditions prevailing at the time, we believe it would be possible for AMSC and its shareholders to obtain the necessary financing on reasonable terms to construct, launch and operate PCSAT's proposed MSS satellite system. We are prepared to assist you in such efforts.

We understand that PCSAT intends to file this letter with the FCC.

Sincerely,

A handwritten signature in dark ink, appearing to read "David L. Dennis". The signature is fluid and cursive, written over the word "Sincerely,".

ENGINEER'S CERTIFICATION

**CERTIFICATION OF PERSON RESPONSIBLE
FOR PREPARING ENGINEERING INFORMATION
SUBMITTED IN THIS APPLICATION**

I, WILLIAM GARNER, hereby certify that I am the technically qualified person responsible for preparation of the engineering information contained in this application, that I am familiar with Part 25 of the Commission's Rules, and that the engineering information is complete and accurate to the best of my knowledge.

By: William Garner
William Garner
Chief Scientist
American Mobile Satellite Corporation

Dated: April 7, 1994

INDIVIDUAL APPLICATIONS

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C.

In the Matter of)

**PERSONAL COMMUNICATIONS)
SATELLITE CORPORATION)**

File No. _____

Application for Authority to)
Construct a Domestic Communications)
Satellite For the Provision of)
Mobile Satellite Service in the 2 GHz Band)

APPLICATION

Personal Communications Satellite Corporation ("PCSAT"), by its attorneys and pursuant to Sections 308 and 309 of the Communications Act of 1934, as amended, 47 U.S.C. §§ 308 and 309, and Part 25 of the Commission's Rules, 47 C.F.R. Section 25, hereby requests authority to construct a domestic communications satellite in the arc between 98° and 104° W.L. for the provision of Mobile Satellite Service ("MSS"). This satellite is one of two that will comprise the PCSAT MSS satellite system, and will be referred to as PCSAT-2.¹ In support of this application, PCSAT provides the following information:

1. Name and Address of Applicant

Personal Communications Satellite Corporation
10802 Parkridge Boulevard
Reston, Virginia 22091
(703) 758-6000

¹ PCSAT is concurrently filling an application to construct PCSAT-1, an operational satellite, as well as a comprehensive proposal for its MSS satellite system, both of which are incorporated by reference herein.

2. Contact Person

Inquiries and correspondence concerning this Application should be directed to:

Lon C. Levin
Vice President
Personal Communications Satellite Corporation
10802 Parkridge Boulevard
Reston, Virginia 22091
(703) 758-6000

with a copy to counsel:

Bruce D. Jacobs
Glenn S. Richards
Fisher Wayland Cooper Leader & Zaragoza
2001 Pennsylvania Avenue, N.W.
Suite 400
Washington, D.C. 20006
(202) 659-3494

3. Type of Authorization Requested

PCSAT requests authority to construct a domestic communications satellite in the orbital arc between 98° or 104° W.L. for the provision of MSS.

4. General Description of Overall System Facilities, Operations and Services

See Section I of the system proposal.

5. Radio Frequency and Polarization Plan

See Section II of the system proposal.

6. **Orbital Location**

PCSAT requests an orbital assignment of between 98° and 104° W.L. for PCSAT-2.

The specific reasons for this request are discussed in Section II of the system proposal.

7. **Predicted Space Station Coverage Contours for Each Antenna Beam and Nominal Orbital Location**

See Section II of the system proposal.

8. **Estimated Number and Geographic Distribution of Earth Stations**

See Section III of the system proposal.

9. **Description of the Types of Services to Be Provided**

See Section III of the system proposal for a description of the services to be provided and Section IV for the corresponding link budgets.

10. **Accuracy with Which Orbital Parameters Will Be Maintained**

See Section II of the system proposal.

11. **Calculation of PFD Within Each Coverage Area**

See Section II of the system proposal.

12. Launch Vehicles and Arrangements for Procuring Launch Services

Satellites of the Hughes 601 class may be launched by vehicles such as the General Dynamics Atlas IIA or the Arianespace Ariane IV.

13. Arrangements for Tracking, Telemetry and Control

PCSAT will contract for these services.

14. Physical Characteristics of Space Station

See Section II of the system proposal.

15. Description of Capabilities to Serve Alaska, Hawaii, Puerto Rico and the Virgin Islands

See Section II of the system proposal.

16. Schedule of Investment Costs, Operating Costs and Revenues

See Section IX of the system proposal.

17. Demonstration of Applicant's Financial Qualifications

See Section IX of the system proposal.

18. Legal Qualifications

An FCC Form 430 is attached to the system proposal as Attachment 1.

19. Regulatory Status

PCSAT will provide space segment service on a private carrier basis and service to end users as a commercial mobile radio service provider. For a more detailed explanation, see Section X of the system proposal.

20. Dates for Commencement and Completion of Construction, Launch and Placement Into Service

See Section VII of the system proposal.

21. Public Interest Statement In Support of Grant

See Section XII of the system proposal.

22. Waiver of Claim to Spectrum

Applicant waives claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests authority in accordance with this application.

23. Drug Certification

Applicant certifies that no party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 853(a) (1991).

24. Certification

The undersigned hereby certifies that the statements made in this Application are made in good faith and are true, complete and correct to the best of his knowledge and belief.

Wherefore, Personal Communications Satellite Corporation requests that the Commission grant this Application.

Respectfully submitted,

**PERSONAL COMMUNICATIONS
SATELLITE CORPORATION**

By: 

Brian B. Pemberton
President
Personal Communications
Satellite Corporation
10802 Parkridge Boulevard
Reston, Virginia 22091
(703) 758-6000

Lon C. Levin
Vice President
and Regulatory Counsel
Personal Communications Satellite Corporation
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Bruce D. Jacobs
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Dated: April 7, 1994

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Respectfully submitted,

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By: 

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